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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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STIPULATION AND AGREED ORDER RESOLVING OBJECTION OF FEDERAL SCREW
WORKS TO NOTICE OF ASSUMPTION AND ASSIGNMENT

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Federal Screw Works ("Federal Screw") respectfully submit this Stipulation And Agreed Order Resolving Objection Of Federal Screw Works To Notice Of Assumption And Assignment (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 16, 2009, the Debtors filed the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (as Modified) (Docket No. 17030) (the "Modified Plan").

WHEREAS, on June 16, 2009, the Court entered an Order (A)(I) Approving Modifications To Debtors' First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date To Consider Modifications To Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date (Docket No. 17032) (the "Modification Procedures Order"), which, among other things, approved certain notices relating to the assumption and assignment of executory contracts.

WHEREAS, on July 10, 2009, the Debtors served Federal Screw with a Notice Of Assumption And Assignment With Respect To Certain Executory Contracts Or Unexpired Leases To Be Assumed And Assigned To GM Components Holdings, LLC Or Steering Solutions Services Corporation, As Applicable, Under Modified Plan Of Reorganization, listing

various contracts to be assumed by the Debtors and assigned pursuant to the Master Disposition Agreement and listing a total cure amount of \$114,999.66 as follows:

<u>Contracts</u>	<u>Cure Amount</u>
SAG90I4972	\$0.00
SAG90I5309	\$4,092.12
SAG90I2796	\$13,017.47
SAG90I2620	\$22,530.85
SAG90I5089	\$32,196.09
SAG90I5541	\$43,163.13
Total	\$114,999.66

WHEREAS, on July 17, 2009, Federal Screw filed the Limited Objection Of Federal Screw Works To Debtors Notice Of Assumption And Assignment With Respect To Certain Executory Contracts Or Unexpired Leases To Be Assumed And Assigned To GM Components Holdings, LLC Or Steering Solutions Services Corporation, As Applicable, Under Modified Plan Of Reorganization (Docket No. 18389) (the "Assumption And Assignment Objection").

WHEREAS, on July 30, 2009, this Court entered its Order Approving Modifications Under 11 U.S.C. § 1127 To (I) First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified And (II) Confirmation Order (Docket No. 12359), approved the Debtors' Modified Plan (Docket No. 18707) (the "Modification Approval Order").

WHEREAS, the Debtors and Federal Screw have reached an agreement to settle and resolve the Assumption And Assignment Objection.

THEREFORE, the Debtors and Federal Screw stipulate and agree as follows:

1. The total cure amount for the various contracts listed on the notices of assumption shall be \$168,421.08, and shall be allocated among the assumed and assigned

contracts as follows:

<u>Contracts</u>	<u>Previous Cure Amounts</u>	<u>Additional Cure Amounts</u>	<u>Total Cure Amounts</u>
SAG90I4972	\$0.00	\$0.00	\$0.00
SAG90I5309	\$4,092.12	\$403.18	\$4,495.30
SAG90I2796	\$13,017.47	\$4016.26	\$17,033.73
SAG90I2620	\$22,530.85	\$10,441.84	\$32,972.69
SAG90I5089	\$32,196.09	\$29,360.00	\$61,556.09
SAG90I5541	\$43,163.13	\$9,200.14	\$52,363.27
Total	\$114,999.66	\$53,421.42	\$168,421.08

All cure amounts shall be paid in accordance with the procedures set forth in the Modified Plan and the Modification Approval Order.

2. The Assumption And Assignment Objection is hereby withdrawn with prejudice.

3. Federal Screw hereby acknowledges that the cure payments associated with each of the assumed and assigned contracts (the "Payments") are in full satisfaction of all amounts asserted in the Assumption And Assignment Objection and Federal Screw, on its own behalf and on behalf of each of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (collectively, the "Federal Screw Releasing Parties"), hereby waives any and all rights to assert, against any and all of the Debtors, that the claims asserted in the Assumption And Assignment Objection are entitled to any treatment other than that set forth herein. The Federal Screw Releasing Parties further release and waive any right to assert any other claim, cause of action, demand, lien, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Assumption And Assignment Objection or which the Federal Screw Releasing Parties have, ever had, or hereafter shall have against the Debtors based

upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the date of this Stipulation.

4. Any claims arising after the date of this Stipulation or relating to outstanding postpetition obligations that are not yet due and payable in connection with Federal Screw contracts being assumed by the Debtors and assigned to the applicable buyer shall either be (i) paid in the ordinary course or (ii) subject to the procedures set forth in the Modified Plan for the payment of Administrative Claims.

5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in New York, New York, this 24th day of September 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Ron E. Meisler

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